

1444015

FORM D
U.S. Securities and Exchange Commission
Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

FILED
Mail Processing
Section

AUG 2 02008

Washington, DC
100

Name of Offering: PRAIRIE GUTHRIE L.P.

(Check if this is an amendment and name has changed, and indicate change.)

Filed under: Rule 504 Rule 505 x Rule 506
Section 4(6) ULOE

Type of Filing: x New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Name of Issuer: PRAIRIE GUTHRIE L.P.

Address of Executive Offices Telephone
257 West 52nd St. 212 707-8270
New York, NY 10019



Address of Principal Business Operations if different:
N/A

Brief Description of Business:

Development of musical stage play, "LITTLE HOUSE ON THE PRAIRIE"

Type of business Organization:
limited partnership

Estimated or actual date of Organization: 02/2008

Estimated X Actual

Jurisdiction of Organization: NY

PROCESSED

AUG 28 2008

THOMSON REUTERS

2.

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Global Prairie Productions, Inc.

257 West 52nd St.

New York, NY 10019

Categories that apply:

Officer and Director of Corporate Managing Member

Name and Address:

Sprecher, Ben

257 West 52nd St.

New York, NY 10019

Categories that apply:

Officer and Director of Corporate Managing Member

Name and Address:

Forlenza, Louise

1214 West Boston Post Road

Mamaroneck, NY 10543

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

YES ☒ NO

2. What is the minimum investment that will be accepted from any individual?
\$5,000

3. Does the offering permit joint ownership?
☒ YES NO

4. Information about persons receiving commission or similar remuneration for soliciting purchasers: N/A

**C. OFFERING PRICE, NUMBER OF INVESTORS,
EXPENSES, AND USE OF PROCEEDS**

1.	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	0	0
	Equity	0	0
	Convertible Securities (including warrants)	0	0
	Partnership Interests		
		\$1,900,000	0
	TOTAL		

2.		Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	0	0
	Non-Accredited Investors	0	0
	TOTAL (for filings under Rule 504 only)	0	0

3. For Filings Under 504, 505, all information for all securities sold by issuer to date in offerings of the types indicated in the 12 months prior to the first sale of securities in this offering.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	0
Regulation A	N/A	0
Rule 504	N/A	0
TOTAL	None	0

4.

a. Expenses in connection with the issuance and distribution of the securities in this offering, excluding amounts relating solely to organization expenses of issuer

Transfer Agent's Fees	\$	
Printing and Engraving Costs	\$	
Legal Fees	x	\$ 13,000
Accounting Fees		\$
Engineering Fees		\$
Sales Commissions		\$
Other Expenses	x	\$ 2,000
(Identify) Blue Sky photocopying, etc.		

TOTAL: x \$ 15,000

b. The difference between aggregate offering price in Part C., question 1 and Total Expenses:

x \$1, 885,000

5. Amount of adjusted gross proceeds to the issuer [all amounts are estimates]

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and Fees	x \$192,500	x\$194,722
Purchase of Real Estate	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	\$	\$
Construction or leasing of plant buildings and facilities	\$	\$
Acquisition of other businesses*	\$	\$

*(including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)

Repayment of indebtedness	\$	\$
Working capital	\$	\$

Other: physical production

(sets, costumes, props, etc.)

Rehearsal & casting expenses,

bonds, deposits, advances;

general & administrative;

enhancement funds

x \$ 11,875

x\$1,485,893

Column Totals:

x \$204,375

x\$1,585,625

Total Payments Listed:

x \$ 1,885,000

(column totals added)

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer:

Signature:

Date:

PRAIRIE GUTHRIE L.P.

Name of Signer:

Ben Sprecher

Title of Signer:

President,

Global Prairie Productions, Inc.

General Partner of the Issuer

END